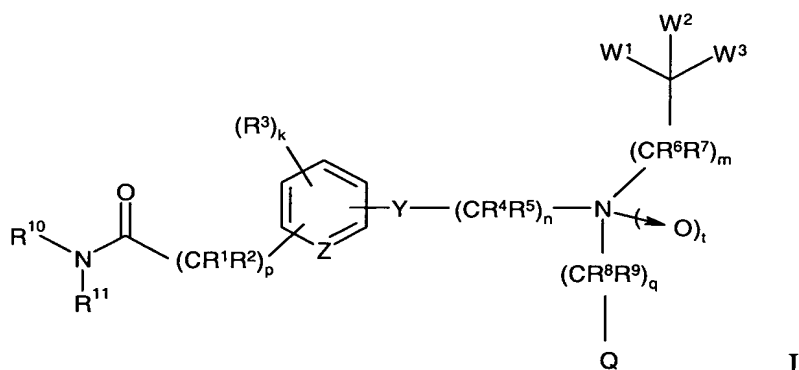


**Amendments to the Specification:**

Kindly amend the paragraph that spans from page 2, line 2 to page 6, line 5 as follows (amendment occurs at page 5, line 1):

This invention is directed to a compound of Formula I:



wherein:

Z is CH, CR<sup>3</sup> or N, wherein when Z is CH or CR<sup>3</sup>, k is 0-4 and t is 0 or 1, and when Z is N, k is 0-3 and t is 0;

Y is selected from -O-, -S-, -N(R<sup>12</sup>)-, and -C(R<sup>4</sup>)(R<sup>5</sup>)-;

W<sup>1</sup> is selected from C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>0</sub>-C<sub>6</sub> alkyl C<sub>3</sub>-C<sub>8</sub> cycloalkyl, aryl and Het, wherein said C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, Ar and Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-CO<sub>2</sub>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-C(O)SR<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-CONR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-COR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SR<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OR<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>3</sub>H, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>2</sub>NR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>2</sub>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SOR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OCOR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OC(O)NR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OC(O)OR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>13</sup>C(O)OR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>13</sup>C(O)NR<sup>13</sup>R<sup>14</sup>, and -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>13</sup>COR<sup>15</sup>, where said C<sub>1</sub>-C<sub>6</sub> alkyl, is optionally unsubstituted or substituted by one or more halo substituents;

W<sup>2</sup> is selected from H, halo, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SR<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OR<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-CO<sub>2</sub>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-C(O)SR<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-CONR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-COR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OCOR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OCONR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>13</sup>CONR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>13</sup>COR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-Het, -C<sub>0</sub>-C<sub>6</sub> alkyl-Ar and -C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, wherein said C<sub>1</sub>-C<sub>6</sub> alkyl is optionally unsubstituted or

substituted by one or more halo substituents, and wherein the C<sub>3</sub>-C<sub>7</sub> cycloalkyl, Ar and Het moieties of said -C<sub>0</sub>-C<sub>6</sub> alkyl-Het, -C<sub>0</sub>-C<sub>6</sub> alkyl-Ar and -C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-CO<sub>2</sub>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-C(O)SR<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-CONR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-COR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SR<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OR<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>3</sub>H, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>2</sub>NR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>2</sub>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SOR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OCOR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OC(O)NR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OC(O)OR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>13</sup>C(O)OR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>13</sup>C(O)NR<sup>13</sup>R<sup>14</sup>, and -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>13</sup>COR<sup>15</sup>, where said C<sub>1</sub>-C<sub>6</sub> alkyl, is optionally unsubstituted or substituted by one or more halo substituents;

W<sup>3</sup> is selected from the group consisting of: H, halo, C<sub>1</sub>-C<sub>6</sub> alkyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SR<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OR<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-CO<sub>2</sub>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-C(O)SR<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-CONR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-COR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OCOR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OCONR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>13</sup>CONR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>13</sup>COR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-Het, -C<sub>1</sub>-C<sub>6</sub> alkyl-Ar and -C<sub>1</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, wherein said C<sub>1</sub>-C<sub>6</sub> alkyl is optionally unsubstituted or substituted by one or more halo substituents;

Q is selected from C<sub>3</sub>-C<sub>8</sub> cycloalkyl, Ar and Het; wherein said C<sub>3</sub>-C<sub>8</sub> cycloalkyl, Ar and Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-CO<sub>2</sub>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-C(O)SR<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-CONR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-COR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SR<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OR<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>3</sub>H, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>2</sub>NR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>2</sub>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SOR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OCOR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OC(O)NR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OC(O)OR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>13</sup>C(O)OR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>13</sup>C(O)NR<sup>13</sup>R<sup>14</sup>, and -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>13</sup>COR<sup>15</sup>, where said C<sub>1</sub>-C<sub>6</sub> alkyl is optionally unsubstituted or substituted by one or more halo substituents;

p is 0-8;

n is 2-8;

m is 0 or 1;

q is 0 or 1;

t is 0 or 1;

each R<sup>1</sup> and R<sup>2</sup> are independently selected from H, halo, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OR<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SR<sup>12</sup>, -C<sub>1</sub>-C<sub>6</sub> alkyl-Het,

-C<sub>1</sub>-C<sub>6</sub> alkyl-Ar and -C<sub>1</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, or R<sup>1</sup> and R<sup>2</sup> together with the carbon to which they are attached form a 3-5 membered carbocyclic or heterocyclic ring, wherein said heterocyclic ring contains one, or more heteroatoms selected from N, O, and S, where any of said C<sub>1</sub>-C<sub>6</sub> alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R<sup>3</sup> is the same or different and is independently selected from halo, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>6</sub> alkyl-Het, -C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-CO<sub>2</sub>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-C(O)SR<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-CONR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-COR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SR<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OR<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>3</sub>H, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>2</sub>NR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>2</sub>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SOR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OCOR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OC(O)NR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OC(O)OR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>13</sup>C(O)OR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>13</sup>C(O)NR<sup>13</sup>R<sup>14</sup>, and -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>13</sup>COR<sup>15</sup>, wherein said C<sub>1</sub>-C<sub>6</sub> alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R<sup>4</sup> and R<sup>5</sup> is independently selected from H, halo, C<sub>1</sub>-C<sub>6</sub> alkyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-Het, -C<sub>0</sub>-C<sub>6</sub> alkyl-Ar and -C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl;

R<sup>6</sup> and R<sup>7</sup> are each independently selected from H, halo, C<sub>1</sub>-C<sub>6</sub> alkyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-Het, -C<sub>0</sub>-C<sub>6</sub> alkyl-Ar and -C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl;

R<sup>8</sup> and R<sup>9</sup> are each independently selected from H, halo, C<sub>1</sub>-C<sub>6</sub> alkyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-Het, -C<sub>0</sub>-C<sub>6</sub> alkyl-Ar and -C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl;

R<sup>10</sup> and R<sup>11</sup> are each independently selected from H, C<sub>1</sub>-C<sub>12</sub> alkyl, C<sub>3</sub>-C<sub>12</sub> alkenyl, C<sub>3</sub>-C<sub>12</sub> alkynyl, -C<sub>0</sub>-C<sub>8</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>8</sub> alkyl-Het, -C<sub>0</sub>-C<sub>8</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>8</sub> alkyl-O-Ar, -C<sub>0</sub>-C<sub>8</sub> alkyl-O-Het, -C<sub>0</sub>-C<sub>8</sub> alkyl-O-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>8</sub> alkyl-S(O)<sub>x</sub>-C<sub>0</sub>-C<sub>6</sub> alkyl, -C<sub>0</sub>-C<sub>8</sub> alkyl-S(O)<sub>x</sub>-Ar, -C<sub>0</sub>-C<sub>8</sub> alkyl-S(O)<sub>x</sub>-Het, -C<sub>0</sub>-C<sub>8</sub> alkyl-S(O)<sub>x</sub>-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>8</sub> alkyl-NH-Ar, -C<sub>0</sub>-C<sub>8</sub> alkyl-NH-Het, -C<sub>0</sub>-C<sub>8</sub> alkyl-NH-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>8</sub> alkyl-N(C<sub>1</sub>-C<sub>4</sub> alkyl)-Ar, -C<sub>0</sub>-C<sub>8</sub> alkyl-N(C<sub>1</sub>-C<sub>4</sub> alkyl)-Het, -C<sub>0</sub>-C<sub>8</sub> alkyl-N(C<sub>1</sub>-C<sub>4</sub> alkyl)-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>8</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>8</sub> alkyl-Het and -C<sub>0</sub>-C<sub>8</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, where x is 0, 1 or 2, or R<sup>10</sup> and R<sup>11</sup>, together with the nitrogen to which they are attached, form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S, wherein said C<sub>1</sub>-C<sub>12</sub> alkyl, C<sub>3</sub>-C<sub>12</sub> alkenyl, or C<sub>3</sub>-C<sub>12</sub> alkynyl is optionally substituted by one or more of the substituents independently selected from the group halo, -OH, -SH, -NH<sub>2</sub>, -NH(unsubstituted C<sub>1</sub>-C<sub>6</sub> alkyl), -N(unsubstituted C<sub>1</sub>-C<sub>6</sub> alkyl)(unsubstituted C<sub>1</sub>-C<sub>6</sub> alkyl), unsubstituted -OC<sub>1</sub>-C<sub>6</sub> alkyl, -CO<sub>2</sub>H, -CO<sub>2</sub>(unsubstituted C<sub>1</sub>-C<sub>6</sub> alkyl), -CONH<sub>2</sub>, -CONH(unsubstituted

C<sub>1</sub>-C<sub>6</sub> alkyl), -CON(unsubstituted C<sub>1</sub>-C<sub>6</sub> alkyl)(unsubstituted C<sub>1</sub>-C<sub>6</sub> alkyl), -SO<sub>3</sub>H, -SO<sub>2</sub>NH<sub>2</sub>, -SO<sub>2</sub>NH(unsubstituted C<sub>1</sub>-C<sub>6</sub> alkyl) and -SO<sub>2</sub>N(unsubstituted C<sub>1</sub>-C<sub>6</sub> alkyl)(unsubstituted C<sub>1</sub>-C<sub>6</sub> alkyl);

R<sup>12</sup> is selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>6</sub> alkyl-Het and -C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl;

each R<sup>13</sup> and each R<sup>14</sup> are independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>6</sub> alkyl-Het and -C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, or R<sup>13</sup> and R<sup>14</sup> together with the nitrogen to which they are attached form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S; and

R<sup>15</sup> is selected from C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>6</sub> alkyl-Het and -C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl;

provided that R<sup>10</sup> and R<sup>11</sup> are not both H when Z is CH or N, Y is  $\underline{\text{O}}$  [ $-\text{O}(\text{CR}^4\text{R}^5)-$ ], n is 3, m is 1 and each R<sup>4</sup>, R<sup>5</sup>, R<sup>6</sup>, R<sup>7</sup> are H, W<sup>3</sup> is H, p is 0 or p is 1 or 2 and R<sup>1</sup> and R<sup>2</sup> are each H, k is 0 or k is 1 and R<sup>3</sup> is halo or C<sub>1</sub>-C<sub>4</sub> alkoxy, q is 0 or q is 1 or 2 and R<sup>8</sup> and R<sup>9</sup> are each H, Q is unsubstituted C<sub>3</sub>-C<sub>7</sub> cycloalkyl, phenyl or Het, or phenyl substituted by one or more substituents selected from halo, -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -CF<sub>3</sub>, -OC<sub>1</sub>-C<sub>4</sub> alkyl, -OCH<sub>2</sub>CH<sub>2</sub>OH, -OCF<sub>3</sub>, -OCF<sub>2</sub>H, -SCH<sub>3</sub>, -SCF<sub>3</sub>, -SO<sub>2</sub>CH<sub>3</sub>, -CO<sub>2</sub>H, -CO<sub>2</sub>CH<sub>3</sub>, -OH, -OCH<sub>2</sub>CO<sub>2</sub>H, -CH<sub>2</sub>CONH<sub>2</sub>, -NO<sub>2</sub>, -CN, -N(CH<sub>3</sub>)<sub>2</sub>, and -NHC(O)CH<sub>3</sub>, or Het substituted by one or more substituents selected from: -C<sub>1</sub>-C<sub>3</sub> alkyl, -OC<sub>1</sub>-C<sub>4</sub> alkyl, -CH<sub>2</sub>OH, -CO<sub>2</sub>H, -CO<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CO<sub>2</sub>-*tert*-C<sub>4</sub>H<sub>9</sub> alkyl, -CO<sub>2</sub>CH<sub>2</sub>-phenyl, -CONH<sub>2</sub>, -C(O)phenyl, -C(O)CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>-phenyl, and oxo, t is 0, and W<sup>1</sup> and W<sup>2</sup> are each independently selected from unsubstituted cyclohexyl and unsubstituted phenyl; or

provided that the compound is not:

3-[3-[[2-[3,4-bis(phenylmethoxy)phenyl]-2-hydroxyethyl](phenylmethyl)amino]propyl]-benzamide,

(S)-2-hydroxy-5-[2-[(2-hydroxy-2-phenylethyl)(phenylmethyl)amino]ethoxy]-benzamide,

5-[2-[[2-[3,5-bis(phenylmethoxy)phenyl]-2-hydroxyethyl](phenylmethyl)amino]ethoxy]-2-hydroxy-benzamide,

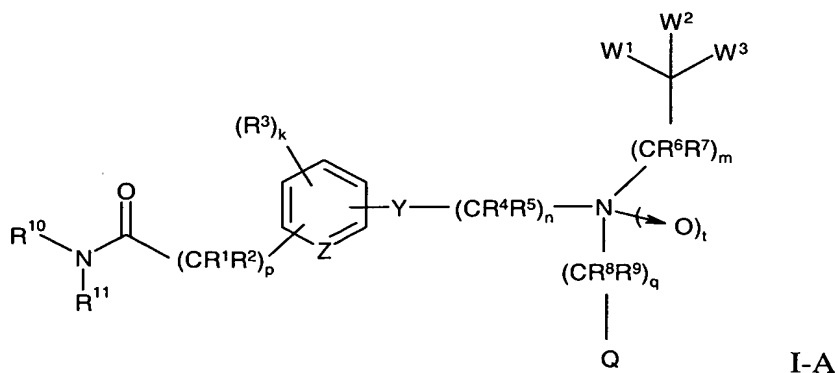
2-hydroxy-4-[3-[(2-hydroxy-2-phenylethyl)(phenylmethyl)amino]propoxy]-benzamide,

2-hydroxy-4-[2-[(2-hydroxy-2-phenylethyl)(phenylmethyl)amino]ethoxy]-benzamide,

(R)-2-hydroxy-5-[2-[(2-hydroxy-2-phenylethyl)(phenylmethyl)amino]ethoxy]-benzamide,  
2-hydroxy-5-[3-[(2-hydroxy-2-phenylethyl)(phenylmethyl)amino]propyl]-benzamide,  
2-hydroxy-5-[2-[(2-hydroxy-2-phenylethyl)(phenylmethyl)amino]ethoxy]-benzamide,  
5-[2-[[2-(4-fluorophenyl)-2-hydroxyethyl](phenylmethyl)amino]ethoxy]-2-hydroxy benzamide,  
5-[2-[[2-[3-(aminosulfonyl)-4-methoxyphenyl]-2-hydroxyethyl](phenylmethyl)amino]ethoxy]-2-hydroxy-benzamide,  
(R)-4-[2-[[2-hydroxy-2-[3-(trifluoromethyl)phenyl]ethyl](phenylmethyl)amino]ethoxy]-benzeneacetamide,  
(R)-4-[2-[(2-hydroxy-2-phenylethyl)(phenylmethyl)amino]ethoxy]-benzeneacetamide,  
4-[2-[(2-hydroxy-2-phenylethyl)(phenylmethyl)amino]ethoxy]-benzeneacetamide,  
5-[2-[[2-(4-fluorophenyl)-2-hydroxyethyl](phenylmethyl)amino]ethoxy]-2-hydroxy-benzamine, or  
4-[2-[[2-[3,4-bis(phenylmethoxy)phenyl]-2-hydroxyethyl](phenylmethyl)amino]ethoxy]-benzamide,  
or a pharmaceutically acceptable salt or solvate thereof.

Kindly amend the paragraph that spans from page 6, line 6 to page 9, line 19 as follows  
(amendment occurs at page 9, line 8):

This invention is also directed to methods for the prevention or treatment of an LXR mediated disease or condition comprising administering a therapeutically effective amount of a compound having Formula I-A:



wherein:

Z is CH, CR<sup>3</sup> or N, wherein when Z is CH or CR<sup>3</sup>, k is 0-4 and t is 0 or 1, and when Z is N, k is 0-3 and t is 0;

Y is selected from -O-, -S-, -N(R<sup>12</sup>)-, and -C(R<sup>4</sup>)(R<sup>5</sup>)-;

W<sup>1</sup> is selected from C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>0</sub>-C<sub>6</sub> alkyl C<sub>3</sub>-C<sub>8</sub> cycloalkyl, aryl and Het, wherein said C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, Ar and Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-CO<sub>2</sub>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-C(O)SR<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-CONR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-COR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SR<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OR<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>3</sub>H, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>2</sub>NR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>2</sub>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SOR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OCOR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OC(O)NR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OC(O)OR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>13</sup>C(O)OR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>13</sup>C(O)NR<sup>13</sup>R<sup>14</sup>, and -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>13</sup>COR<sup>15</sup>, where said C<sub>1</sub>-C<sub>6</sub> alkyl, is optionally unsubstituted or substituted by one or more halo substituents;

W<sup>2</sup> is selected from H, halo, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SR<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OR<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-CO<sub>2</sub>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-C(O)SR<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-CONR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-COR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OCOR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OCONR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>13</sup>CONR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>13</sup>COR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-Het, -C<sub>0</sub>-C<sub>6</sub> alkyl-Ar and -C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, wherein said C<sub>1</sub>-C<sub>6</sub> alkyl is optionally unsubstituted or substituted by one or more halo substituents, and wherein the C<sub>3</sub>-C<sub>7</sub> cycloalkyl, Ar and Het moieties of said -C<sub>0</sub>-C<sub>6</sub> alkyl-Het, -C<sub>0</sub>-C<sub>6</sub> alkyl-Ar and -C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-CO<sub>2</sub>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-C(O)SR<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-CONR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-COR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SR<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OR<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>3</sub>H, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>2</sub>NR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>2</sub>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SOR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OCOR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OC(O)NR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OC(O)OR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>13</sup>C(O)OR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>13</sup>C(O)NR<sup>13</sup>R<sup>14</sup>, and -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>13</sup>COR<sup>15</sup>, where said C<sub>1</sub>-C<sub>6</sub> alkyl, is optionally unsubstituted or substituted by one or more halo substituents;

W<sup>3</sup> is selected from the group consisting of: H, halo, C<sub>1</sub>-C<sub>6</sub> alkyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SR<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OR<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-CO<sub>2</sub>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-C(O)SR<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-CONR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-COR<sup>15</sup>,

-C<sub>0</sub>-C<sub>6</sub> alkyl-OCOR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OCONR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>13</sup>CONR<sup>13</sup>R<sup>14</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>13</sup>COR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-Het, -C<sub>1</sub>-C<sub>6</sub> alkyl-Ar and  
-C<sub>1</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, wherein said C<sub>1</sub>-C<sub>6</sub> alkyl is optionally unsubstituted or  
substituted by one or more halo substituents;

Q is selected from C<sub>3</sub>-C<sub>8</sub> cycloalkyl, Ar and Het; wherein said C<sub>3</sub>-C<sub>8</sub> cycloalkyl, Ar  
and Het are optionally unsubstituted or substituted with one or more groups independently  
selected from halo, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-CO<sub>2</sub>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-C(O)SR<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-CONR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-COR<sup>15</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SR<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OR<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>3</sub>H,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>2</sub>NR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>2</sub>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SOR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OCOR<sup>15</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-OC(O)NR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OC(O)OR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>13</sup>C(O)OR<sup>15</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>13</sup>C(O)NR<sup>13</sup>R<sup>14</sup>, and -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>13</sup>COR<sup>15</sup>, where said C<sub>1</sub>-C<sub>6</sub> alkyl is  
optionally unsubstituted or substituted by one or more halo substituents;

p is 0-8;

n is 2-8;

m is 0 or 1;

q is 0 or 1;

t is 0 or 1;

each R<sup>1</sup> and R<sup>2</sup> are independently selected from H, halo, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl,  
C<sub>3</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OR<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SR<sup>12</sup>, -C<sub>1</sub>-C<sub>6</sub> alkyl-Het,  
-C<sub>1</sub>-C<sub>6</sub> alkyl-Ar and -C<sub>1</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, or R<sup>1</sup> and R<sup>2</sup> together with the carbon to  
which they are attached form a 3-5 membered carbocyclic or heterocyclic ring, wherein said  
heterocyclic ring contains one, or more heteroatoms selected from N, O, and S, where any of  
said C<sub>1</sub>-C<sub>6</sub> alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R<sup>3</sup> is the same or different and is independently selected from halo, cyano, nitro,  
C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>6</sub> alkyl-Het,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-CO<sub>2</sub>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-C(O)SR<sup>12</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-CONR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-COR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SR<sup>12</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-OR<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>3</sub>H, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>2</sub>NR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>2</sub>R<sup>12</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-SOR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OCOR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OC(O)NR<sup>13</sup>R<sup>14</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-OC(O)OR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>13</sup>C(O)OR<sup>15</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>13</sup>C(O)NR<sup>13</sup>R<sup>14</sup>, and  
-C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>13</sup>COR<sup>15</sup>, wherein said C<sub>1</sub>-C<sub>6</sub> alkyl is optionally unsubstituted or substituted  
by one or more halo substituents;

each  $R^4$  and  $R^5$  is independently selected from H, halo,  $C_1$ - $C_6$  alkyl,  $-C_0$ - $C_6$  alkyl-Het,  $-C_0$ - $C_6$  alkyl-Ar and  $-C_0$ - $C_6$  alkyl- $C_3$ - $C_7$  cycloalkyl;

$R^6$  and  $R^7$  are each independently selected from H, halo,  $C_1$ - $C_6$  alkyl,  $-C_0$ - $C_6$  alkyl-Het,  $-C_0$ - $C_6$  alkyl-Ar and  $-C_0$ - $C_6$  alkyl- $C_3$ - $C_7$  cycloalkyl;

$R^8$  and  $R^9$  are each independently selected from H, halo,  $C_1$ - $C_6$  alkyl,  $-C_0$ - $C_6$  alkyl-Het,  $-C_0$ - $C_6$  alkyl-Ar and  $-C_0$ - $C_6$  alkyl- $C_3$ - $C_7$  cycloalkyl;

$R^{10}$  and  $R^{11}$  are each independently selected from H,  $C_1$ - $C_{12}$  alkyl,  $C_3$ - $C_{12}$  alkenyl,  $C_3$ - $C_{12}$  alkynyl,  $-C_0$ - $C_8$  alkyl-Ar,  $-C_0$ - $C_8$  alkyl-Het,  $-C_0$ - $C_8$  alkyl- $C_3$ - $C_7$  cycloalkyl,  $-C_0$ - $C_8$  alkyl-O-Ar,  $-C_0$ - $C_8$  alkyl-O-Het,  $-C_0$ - $C_8$  alkyl-O- $C_3$ - $C_7$  cycloalkyl,  $-C_0$ - $C_8$  alkyl-S(O)<sub>x</sub>- $C_0$ - $C_6$  alkyl,  $-C_0$ - $C_8$  alkyl-S(O)<sub>x</sub>-Ar,  $-C_0$ - $C_8$  alkyl-S(O)<sub>x</sub>-Het,  $-C_0$ - $C_8$  alkyl-S(O)<sub>x</sub>- $C_3$ - $C_7$  cycloalkyl,  $-C_0$ - $C_8$  alkyl-NH-Ar,  $-C_0$ - $C_8$  alkyl-NH-Het,  $-C_0$ - $C_8$  alkyl-NH- $C_3$ - $C_7$  cycloalkyl,  $-C_0$ - $C_8$  alkyl-N( $C_1$ - $C_4$  alkyl)-Ar,  $-C_0$ - $C_8$  alkyl-N( $C_1$ - $C_4$  alkyl)-Het,  $-C_0$ - $C_8$  alkyl-N( $C_1$ - $C_4$  alkyl)- $C_3$ - $C_7$  cycloalkyl,  $-C_0$ - $C_8$  alkyl-Ar,  $-C_0$ - $C_8$  alkyl-Het and  $-C_0$ - $C_8$  alkyl- $C_3$ - $C_7$  cycloalkyl, where x is 0, 1 or 2, or  $R^{10}$  and  $R^{11}$ , together with the nitrogen to which they are attached, form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S, wherein said  $C_1$ - $C_{12}$  alkyl,  $C_3$ - $C_{12}$  alkenyl, or  $C_3$ - $C_{12}$  alkynyl is optionally substituted by one or more of the substituents independently selected from the group halo, -OH, -SH, -NH<sub>2</sub>, -NH(unsubstituted  $C_1$ - $C_6$  alkyl), -N(unsubstituted  $C_1$ - $C_6$  alkyl)(unsubstituted  $C_1$ - $C_6$  alkyl), unsubstituted -OC<sub>1</sub>- $C_6$  alkyl, -CO<sub>2</sub>H, -CO<sub>2</sub>(unsubstituted  $C_1$ - $C_6$  alkyl), -CONH<sub>2</sub>, -CONH(unsubstituted  $C_1$ - $C_6$  alkyl), -CON(unsubstituted  $C_1$ - $C_6$  alkyl)(unsubstituted  $C_1$ - $C_6$  alkyl), -SO<sub>3</sub>H, -SO<sub>2</sub>NH<sub>2</sub>, -SO<sub>2</sub>NH(unsubstituted  $C_1$ - $C_6$  alkyl) and -SO<sub>2</sub>N(unsubstituted  $C_1$ - $C_6$  alkyl)(unsubstituted  $C_1$ - $C_6$  alkyl);

$R^{12}$  is selected from H,  $C_1$ - $C_6$  alkyl,  $C_3$ - $C_6$  alkenyl,  $C_3$ - $C_6$  alkynyl,  $-C_0$ - $C_6$  alkyl-Ar,  $-C_0$ - $C_6$  alkyl-Het and  $-C_0$ - $C_6$  alkyl- $C_3$ - $C_7$  cycloalkyl;

each  $R^{13}$  and each  $R^{14}$  are independently selected from H,  $C_1$ - $C_6$  alkyl,  $C_3$ - $C_6$  alkenyl,  $C_3$ - $C_6$  alkynyl,  $-C_0$ - $C_6$  alkyl-Ar,  $-C_0$ - $C_6$  alkyl-Het and  $-C_0$ - $C_6$  alkyl- $C_3$ - $C_7$  cycloalkyl, or  $R^{13}$  and  $R^{14}$  together with the nitrogen to which they are attached form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S; and

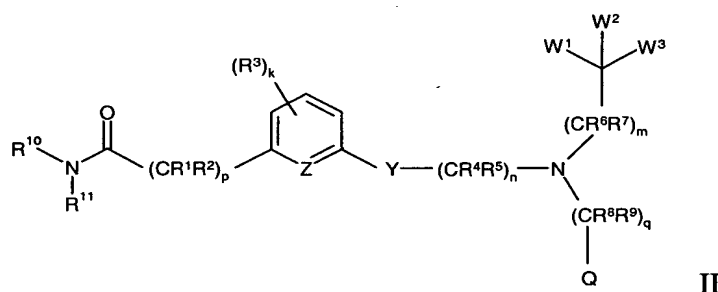
$R^{15}$  is selected from  $C_1$ - $C_6$  alkyl,  $C_3$ - $C_6$  alkenyl,  $C_3$ - $C_6$  alkynyl,  $-C_0$ - $C_6$  alkyl-Ar,  $-C_0$ - $C_6$  alkyl-Het and  $-C_0$ - $C_6$  alkyl- $C_3$ - $C_7$  cycloalkyl;

provided that  $R^{10}$  and  $R^{11}$  are not both H when Z is CH or N, Y is  $-\underline{O}-$   $[[-\underline{O}(\underline{C}R^4R^5)-]]$ , n is 3, m is 1 and each  $R^4$ ,  $R^5$ ,  $R^6$ ,  $R^7$  are H,  $W^3$  is H, p is 0 or p is 1 or 2 and  $R^1$  and  $R^2$  are each H, k is 0 or k is 1 and  $R^3$  is halo or  $C_1$ - $C_4$  alkoxy, q is 0 or q is 1 or 2 and  $R^8$  and  $R^9$  are each H, Q is unsubstituted  $C_3$ - $C_7$  cycloalkyl, phenyl or Het, or phenyl substituted by one or more substituents selected from halo,  $-\text{CH}_3$ ,  $-\text{CH}_2\text{CH}_3$ ,  $-\text{CF}_3$ ,  $-\text{OC}_1\text{-C}_4$  alkyl,  $-\text{OCH}_2\text{CH}_2\text{OH}$ ,  $-\text{OCF}_3$ ,  $-\text{OCF}_2\text{H}$ ,  $-\text{SCH}_3$ ,  $-\text{SCF}_3$ ,  $-\text{SO}_2\text{CH}_3$ ,  $-\text{CO}_2\text{H}$ ,  $-\text{CO}_2\text{CH}_3$ ,  $-\text{OH}$ ,  $-\text{OCH}_2\text{CO}_2\text{H}$ ,  $-\text{CH}_2\text{CONH}_2$ ,  $-\text{NO}_2$ ,  $-\text{CN}$ ,  $-\text{N}(\text{CH}_3)_2$ , and  $-\text{NHC}(\text{O})\text{CH}_3$ , or Het substituted by one or more substituents selected from:  $-\text{C}_1$ - $\text{C}_3$  alkyl,  $-\text{OC}_1\text{-C}_4$  alkyl,  $-\text{CH}_2\text{OH}$ ,  $-\text{CO}_2\text{H}$ ,  $-\text{CO}_2\text{CH}_2\text{CH}_3$ ,  $-\text{CO}_2\text{-tert-C}_4\text{H}_9$  alkyl,  $-\text{CO}_2\text{CH}_2\text{-phenyl}$ ,  $-\text{CONH}_2$ ,  $-\text{C}(\text{O})\text{phenyl}$ ,  $-\text{C}(\text{O})\text{CH}_3$ ,  $-\text{CH}_2\text{CH}_2\text{-phenyl}$ , and oxo, t is 0, and  $W^1$  and  $W^2$  are each independently selected from unsubstituted cyclohexyl and unsubstituted phenyl;

or a pharmaceutically acceptable salt or solvate thereof.

Kindly amend the paragraph that spans from page 16, line 21 to page 19, line 21 as follows (amendment occurs at page 19, line 8):

In another embodiment, this invention is directed to a compound of Formula II:



wherein:

Z is CH or N, wherein k is 0, 1 or 2;

Y is  $-\text{O}-$  or  $-\text{C}(\text{R}^4)(\text{R}^5)-$ ;

$W^1$  is selected from  $\text{C}_1$ - $\text{C}_6$  alkyl,  $\text{C}_3$ - $\text{C}_8$  cycloalkyl, aryl or Het, wherein said  $\text{C}_1$ - $\text{C}_6$  alkyl,  $\text{C}_3$ - $\text{C}_8$  cycloalkyl, Ar and Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro,  $\text{C}_1$ - $\text{C}_6$  alkyl,  $\text{C}_3$ - $\text{C}_6$  alkenyl,  $\text{C}_3$ - $\text{C}_6$  alkynyl,  $-\text{C}_0\text{-C}_4$  alkyl- $\text{CO}_2\text{R}^{12}$ ,  $-\text{C}_0\text{-C}_4$  alkyl- $\text{C}(\text{O})\text{SR}^{12}$ ,  $-\text{C}_0\text{-C}_4$  alkyl- $\text{CONR}^{13}\text{R}^{14}$ ,  $-\text{C}_0\text{-C}_4$  alkyl- $\text{COR}^{15}$ ,  $-\text{C}_0\text{-C}_4$  alkyl- $\text{NR}^{13}\text{R}^{14}$ ,  $-\text{C}_0\text{-C}_4$  alkyl- $\text{SR}^{12}$ ,  $-\text{C}_0\text{-C}_4$  alkyl- $\text{OR}^{12}$ ,  $-\text{C}_0\text{-C}_4$  alkyl- $\text{SO}_3\text{H}$ ,  $-\text{C}_0\text{-C}_4$  alkyl- $\text{SO}_2\text{NR}^{13}\text{R}^{14}$ ,  $-\text{C}_0\text{-C}_4$  alkyl- $\text{SO}_2\text{R}^{12}$ ,  $-\text{C}_0\text{-C}_4$  alkyl- $\text{SOR}^{15}$ ,  $-\text{C}_0\text{-C}_4$  alkyl- $\text{OCOR}^{15}$ ,  $-\text{C}_0\text{-C}_4$  alkyl- $\text{OC}(\text{O})\text{NR}^{13}\text{R}^{14}$ ,  $-\text{C}_0\text{-C}_4$  alkyl- $\text{OC}(\text{O})\text{OR}^{15}$ ,

$-C_0-C_4$  alkyl- $NR^{13}C(O)OR^{15}$ ,  $-C_0-C_4$  alkyl- $NR^{13}C(O)NR^{13}R^{14}$ , and  $-C_0-C_4$  alkyl- $NR^{13}COR^{15}$ , where said  $C_1-C_6$  alkyl is optionally unsubstituted or substituted by one or more halo substituents;

$W^2$  is selected from H, halo,  $C_1-C_6$  alkyl,  $C_2-C_6$  alkenyl,  $C_2-C_6$  alkynyl,  $-C_0-C_4$  alkyl- $NR^{13}R^{14}$ ,  $-C_0-C_4$  alkyl- $SR^{12}$ ,  $-C_0-C_4$  alkyl- $OR^{12}$ ,  $-C_0-C_4$  alkyl- $CO_2R^{12}$ ,  $-C_0-C_4$  alkyl- $C(O)SR^{12}$ ,  $-C_0-C_4$  alkyl- $CONR^{13}R^{14}$ ,  $-C_0-C_4$  alkyl- $COR^{15}$ ,  $-C_0-C_4$  alkyl- $OCOR^{15}$ ,  $-C_0-C_4$  alkyl- $OCONR^{13}R^{14}$ ,  $-C_0-C_4$  alkyl- $NR^{13}CONR^{13}R^{14}$ ,  $-C_0-C_4$  alkyl- $NR^{13}COR^{15}$ ,  $-C_0-C_4$  alkyl-Het,  $-C_0-C_4$  alkyl-Ar and  $-C_0-C_4$  alkyl- $C_3-C_7$  cycloalkyl, wherein said  $C_1-C_6$  alkyl is optionally unsubstituted or substituted by one or more halo substituents, and wherein the  $C_3-C_7$  cycloalkyl, Ar and Het moieties of said  $-C_0-C_4$  alkyl-Het,  $-C_0-C_4$  alkyl-Ar and  $-C_0-C_4$  alkyl- $C_3-C_7$  cycloalkyl are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro,  $C_1-C_6$  alkyl,  $C_3-C_6$  alkenyl,  $C_3-C_6$  alkynyl,  $-C_0-C_4$  alkyl- $CO_2R^{12}$ ,  $-C_0-C_4$  alkyl- $C(O)SR^{12}$ ,  $-C_0-C_4$  alkyl- $CONR^{13}R^{14}$ ,  $-C_0-C_4$  alkyl- $COR^{15}$ ,  $-C_0-C_4$  alkyl- $NR^{13}R^{14}$ ,  $-C_0-C_4$  alkyl- $SR^{12}$ ,  $-C_0-C_4$  alkyl- $OR^{12}$ ,  $-C_0-C_4$  alkyl- $SO_3H$ ,  $-C_0-C_4$  alkyl- $SO_2NR^{13}R^{14}$ ,  $-C_0-C_4$  alkyl- $SO_2R^{12}$ ,  $-C_0-C_4$  alkyl- $SOR^{15}$ ,  $-C_0-C_4$  alkyl- $OCOR^{15}$ ,  $-C_0-C_4$  alkyl- $OC(O)NR^{13}R^{14}$ ,  $-C_0-C_4$  alkyl- $OC(O)OR^{15}$ ,  $-C_0-C_4$  alkyl- $NR^{13}C(O)OR^{15}$ ,  $-C_0-C_4$  alkyl- $NR^{13}C(O)NR^{13}R^{14}$ , and  $-C_0-C_4$  alkyl- $NR^{13}COR^{15}$ , where said  $C_1-C_6$  alkyl is optionally unsubstituted or substituted by one or more halo substituents;

$W^3$  is selected from the group consisting of: H, halo,  $C_1-C_6$  alkyl,  $-C_0-C_4$  alkyl- $NR^{13}R^{14}$ ,  $-C_0-C_4$  alkyl- $SR^{12}$ ,  $-C_0-C_4$  alkyl- $OR^{12}$ ,  $-C_0-C_4$  alkyl- $CO_2R^{12}$ ,  $-C_0-C_4$  alkyl- $C(O)SR^{12}$ ,  $-C_0-C_4$  alkyl- $CONR^{13}R^{14}$ ,  $-C_0-C_4$  alkyl- $COR^{15}$ ,  $-C_0-C_4$  alkyl- $OCOR^{15}$ ,  $-C_0-C_4$  alkyl- $OCONR^{13}R^{14}$ ,  $-C_0-C_4$  alkyl- $NR^{13}CONR^{13}R^{14}$ ,  $-C_0-C_4$  alkyl- $NR^{13}COR^{15}$ ,  $-C_0-C_4$  alkyl-Het,  $-C_1-C_4$  alkyl-Ar and  $-C_1-C_4$  alkyl- $C_3-C_7$  cycloalkyl, wherein said  $C_1-C_6$  alkyl is optionally unsubstituted or substituted by one or more halo substituents;

Q is phenyl or Het; wherein said phenyl or Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro,  $C_1-C_6$  alkyl,  $C_3-C_6$  alkenyl,  $C_3-C_6$  alkynyl,  $-C_0-C_4$  alkyl- $CO_2R^{12}$ ,  $-C_0-C_4$  alkyl- $C(O)SR^{12}$ ,  $-C_0-C_4$  alkyl- $CONR^{13}R^{14}$ ,  $-C_0-C_4$  alkyl- $COR^{15}$ ,  $-C_0-C_4$  alkyl- $NR^{13}R^{14}$ ,  $-C_0-C_4$  alkyl- $SR^{12}$ ,  $-C_0-C_4$  alkyl- $OR^{12}$ ,  $-C_0-C_4$  alkyl- $SO_3H$ ,  $-C_0-C_4$  alkyl- $SO_2NR^{13}R^{14}$ ,  $-C_0-C_4$  alkyl- $SO_2R^{12}$ ,  $-C_0-C_4$  alkyl- $SOR^{15}$ ,  $-C_0-C_4$  alkyl- $OCOR^{15}$ ,  $-C_0-C_4$  alkyl- $OC(O)NR^{13}R^{14}$ ,  $-C_0-C_4$  alkyl- $OC(O)OR^{15}$ ,  $-C_0-C_4$  alkyl- $NR^{13}C(O)OR^{15}$ ,  $-C_0-C_4$  alkyl- $NR^{13}C(O)NR^{13}R^{14}$ , and

-C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>13</sup>COR<sup>15</sup>, where said C<sub>1</sub>-C<sub>6</sub> alkyl is optionally unsubstituted or substituted by one or more halo substituents,

p is 0-4;

n is 3;

m is 0 or 1;

q is 0 or 1;

t is 0;

each R<sup>1</sup> and R<sup>2</sup> are independently selected from H, fluoro, C<sub>1</sub>-C<sub>6</sub> alkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-OR<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-SR<sup>12</sup>, -C<sub>1</sub>-C<sub>4</sub> alkyl-Het, -C<sub>1</sub>-C<sub>4</sub> alkyl-Ar and -C<sub>1</sub>-C<sub>4</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, where any of said C<sub>1</sub>-C<sub>6</sub> alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R<sup>3</sup> is the same or different and is independently selected from halo, cyano, C<sub>1</sub>-C<sub>6</sub> alkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OR<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-SO<sub>2</sub>NR<sup>13</sup>R<sup>14</sup>, and -C<sub>0</sub>-C<sub>4</sub> alkyl-CO<sub>2</sub>H, wherein said C<sub>1</sub>-C<sub>6</sub> alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R<sup>4</sup> and R<sup>5</sup> is independently selected from H, fluoro and C<sub>1</sub>-C<sub>6</sub> alkyl;

R<sup>6</sup> and R<sup>7</sup> are each independently selected from H, fluoro and C<sub>1</sub>-C<sub>6</sub> alkyl;

R<sup>8</sup> and R<sup>9</sup> are each independently selected from H, fluoro and C<sub>1</sub>-C<sub>6</sub> alkyl;

R<sup>10</sup> and R<sup>11</sup> are each independently selected from H, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>3</sub>-C<sub>8</sub> alkenyl, C<sub>3</sub>-C<sub>8</sub> alkynyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>6</sub> alkyl-Het, -C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-O-Ar, -C<sub>0</sub>-C<sub>6</sub> alkyl-O-Het, -C<sub>0</sub>-C<sub>6</sub> alkyl-O-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-S(O)<sub>x</sub>-C<sub>1</sub>-C<sub>6</sub> alkyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-S(O)<sub>x</sub>-Ar, -C<sub>0</sub>-C<sub>6</sub> alkyl-S(O)<sub>x</sub>-Het, -C<sub>0</sub>-C<sub>6</sub> alkyl-S(O)<sub>x</sub>-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-NH-Ar, -C<sub>0</sub>-C<sub>6</sub> alkyl-NH-Het, -C<sub>0</sub>-C<sub>6</sub> alkyl-NH-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-N(C<sub>1</sub>-C<sub>4</sub> alkyl)-Ar, -C<sub>0</sub>-C<sub>6</sub> alkyl-N(C<sub>1</sub>-C<sub>4</sub> alkyl)-Het, -C<sub>0</sub>-C<sub>6</sub> alkyl-N(C<sub>1</sub>-C<sub>4</sub> alkyl)-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>6</sub> alkyl-Het and -C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, where x is 0, 1 or 2, or R<sup>11</sup> and R<sup>12</sup>, together with the nitrogen to which they are attached, form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S, wherein said C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> alkenyl, C<sub>3</sub>-C<sub>10</sub> alkynyl are optionally substituted by one or more of the substituents independently selected from the group halo, -OH, -SH, -NH<sub>2</sub>, -NH(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl), -N(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl)(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl), unsubstituted -OC<sub>1</sub>-C<sub>4</sub> alkyl, -CO<sub>2</sub>H, -CO<sub>2</sub>(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl), -CONH<sub>2</sub>, -CONH(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl), -CON(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl)(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl), -SO<sub>3</sub>H, -SO<sub>2</sub>NH<sub>2</sub>,

-SO<sub>2</sub>NH(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl) and -SO<sub>2</sub>N(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl)(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl);

R<sup>12</sup> is selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>4</sub> alkyl-Het and -C<sub>0</sub>-C<sub>4</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl;

each R<sup>13</sup> and R<sup>14</sup> are each independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>4</sub> alkyl-Het and -C<sub>0</sub>-C<sub>4</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, or R<sup>13</sup> and R<sup>14</sup> together with the nitrogen to which they are attached form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S; and

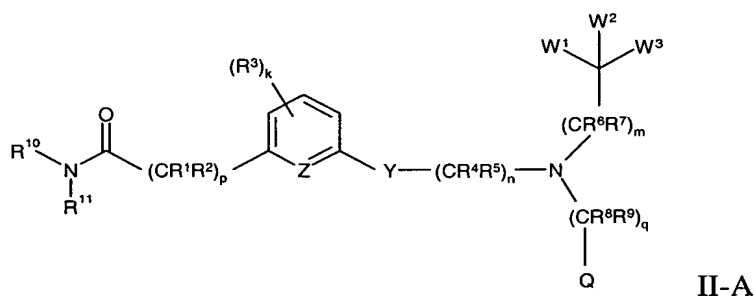
R<sup>15</sup> is selected from C<sub>1</sub>-C<sub>6</sub> alkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>4</sub> alkyl-Het and -C<sub>0</sub>-C<sub>4</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl;

provided that R<sup>10</sup> and R<sup>11</sup> are not both H when Z is CH or N, Y is -O- ~~[[ $\Theta$ (CR<sup>4</sup>R<sup>5</sup>)-]]~~, n is 3, m is 1 and each R<sup>4</sup>, R<sup>5</sup>, R<sup>6</sup>, R<sup>7</sup> are H, W<sup>3</sup> is H, p is 0 or p is 1 or 2 and R<sup>1</sup> and R<sup>2</sup> are each H, k is 0 or k is 1 and R<sup>3</sup> is halo or C<sub>1</sub>-C<sub>4</sub> alkoxy, q is 0 or q is 1 or 2 and R<sup>8</sup> and R<sup>9</sup> are each H, Q is unsubstituted phenyl or Het, or phenyl substituted by one or more substituents selected from halo, -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -CF<sub>3</sub>, -OC<sub>1</sub>-C<sub>4</sub> alkyl, -OCH<sub>2</sub>CH<sub>2</sub>OH, -OCF<sub>3</sub>, -OCF<sub>2</sub>H, -SCH<sub>3</sub>, -SCF<sub>3</sub>, -SO<sub>2</sub>CH<sub>3</sub>, -CO<sub>2</sub>H, -CO<sub>2</sub>CH<sub>3</sub>, -OH, -OCH<sub>2</sub>CO<sub>2</sub>H, -CH<sub>2</sub>CONH<sub>2</sub>, -NO<sub>2</sub>, -CN, -N(CH<sub>3</sub>)<sub>2</sub>, and -NHC(O)CH<sub>3</sub>, or Het substituted by one or more substituents selected from: -C<sub>1</sub>-C<sub>3</sub> alkyl, -OC<sub>1</sub>-C<sub>4</sub> alkyl, -CH<sub>2</sub>OH, -CO<sub>2</sub>H, -CO<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CO<sub>2</sub>-*tert*-C<sub>4</sub>H<sub>9</sub> alkyl, -CO<sub>2</sub>CH<sub>2</sub>-phenyl, -CONH<sub>2</sub>, -C(O)phenyl, -C(O)CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>-phenyl, and oxo, t is 0, and W<sup>1</sup> and W<sup>2</sup> are each independently selected from unsubstituted cyclohexyl and unsubstituted phenyl; or

provided that the compound is not 2-hydroxy-4-[3-[(2-hydroxy-2-phenylethyl)(phenylmethyl)amino]propoxy]-benzamide,  
or a pharmaceutically acceptable salt or solvate thereof.

Kindly amend the paragraph that spans from page 19, line 22 to page 22, line 19 as follows (amendment occurs at page 22, line 8):

In another embodiment, this invention is directed to methods for the prevention or treatment of an LXR mediated disease or condition comprising administering a therapeutically effective amount of a compound having Formula II-A:



wherein:

Z is CH or N, wherein k is 0, 1 or 2;

Y is -O- or -C(R<sup>4</sup>)(R<sup>5</sup>)-;

W<sup>1</sup> is selected from C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, aryl or Het, wherein said C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, Ar and Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-CO<sub>2</sub>R<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-C(O)SR<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-CONR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-COR<sup>15</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-SR<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OR<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-SO<sub>3</sub>H, -C<sub>0</sub>-C<sub>4</sub> alkyl-SO<sub>2</sub>NR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-SO<sub>2</sub>R<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-SOR<sup>15</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OCOR<sup>15</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OC(O)NR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OC(O)OR<sup>15</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>13</sup>C(O)OR<sup>15</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>13</sup>C(O)NR<sup>13</sup>R<sup>14</sup>, and -C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>13</sup>COR<sup>15</sup>, where said C<sub>1</sub>-C<sub>6</sub> alkyl is optionally unsubstituted or substituted by one or more halo substituents;

W<sup>2</sup> is selected from H, halo, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-SR<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OR<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-CO<sub>2</sub>R<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-C(O)SR<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-CONR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-COR<sup>15</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OCOR<sup>15</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OCONR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>13</sup>CONR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>13</sup>COR<sup>15</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-Het, -C<sub>0</sub>-C<sub>4</sub> alkyl-Ar and -C<sub>0</sub>-C<sub>4</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, wherein said C<sub>1</sub>-C<sub>6</sub> alkyl is optionally unsubstituted or substituted by one or more halo substituents, and wherein the C<sub>3</sub>-C<sub>7</sub> cycloalkyl, Ar and Het moieties of said -C<sub>0</sub>-C<sub>4</sub> alkyl-Het, -C<sub>0</sub>-C<sub>4</sub> alkyl-Ar and -C<sub>0</sub>-C<sub>4</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-CO<sub>2</sub>R<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-C(O)SR<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-CONR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-COR<sup>15</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-SR<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OR<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-SO<sub>3</sub>H, -C<sub>0</sub>-C<sub>4</sub> alkyl-SO<sub>2</sub>NR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-SO<sub>2</sub>R<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-SOR<sup>15</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OCOR<sup>15</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OC(O)NR<sup>13</sup>R<sup>14</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OC(O)OR<sup>15</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>13</sup>C(O)OR<sup>15</sup>,

$-C_0-C_4$  alkyl- $NR^{13}C(O)NR^{13}R^{14}$ , and  $-C_0-C_4$  alkyl- $NR^{13}COR^{15}$ , where said  $C_1-C_6$  alkyl is optionally unsubstituted or substituted by one or more halo substituents;

$W^3$  is selected from the group consisting of: H, halo,  $C_1-C_6$  alkyl,  $-C_0-C_4$  alkyl- $NR^{13}R^{14}$ ,  $-C_0-C_4$  alkyl- $SR^{12}$ ,  $-C_0-C_4$  alkyl- $OR^{12}$ ,  $-C_0-C_4$  alkyl- $CO_2R^{12}$ ,  $-C_0-C_4$  alkyl- $C(O)SR^{12}$ ,  $-C_0-C_4$  alkyl- $CONR^{13}R^{14}$ ,  $-C_0-C_4$  alkyl- $COR^{15}$ ,  $-C_0-C_4$  alkyl- $OCOR^{15}$ ,  $-C_0-C_4$  alkyl- $OCONR^{13}R^{14}$ ,  $-C_0-C_4$  alkyl- $NR^{13}CONR^{13}R^{14}$ ,  $-C_0-C_4$  alkyl- $NR^{13}COR^{15}$ ,  $-C_0-C_4$  alkyl-Het,  $-C_1-C_4$  alkyl-Ar and  $-C_1-C_4$  alkyl- $C_3-C_7$  cycloalkyl, wherein said  $C_1-C_6$  alkyl is optionally unsubstituted or substituted by one or more halo substituents;

Q is phenyl or Het; wherein said phenyl or Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro,  $C_1-C_6$  alkyl,  $C_3-C_6$  alkenyl,  $C_3-C_6$  alkynyl,  $-C_0-C_4$  alkyl- $CO_2R^{12}$ ,  $-C_0-C_4$  alkyl- $C(O)SR^{12}$ ,  $-C_0-C_4$  alkyl- $CONR^{13}R^{14}$ ,  $-C_0-C_4$  alkyl- $COR^{15}$ ,  $-C_0-C_4$  alkyl- $NR^{13}R^{14}$ ,  $-C_0-C_4$  alkyl- $SR^{12}$ ,  $-C_0-C_4$  alkyl- $OR^{12}$ ,  $-C_0-C_4$  alkyl- $SO_3H$ ,  $-C_0-C_4$  alkyl- $SO_2NR^{13}R^{14}$ ,  $-C_0-C_4$  alkyl- $SO_2R^{12}$ ,  $-C_0-C_4$  alkyl- $SOR^{15}$ ,  $-C_0-C_4$  alkyl- $OCOR^{15}$ ,  $-C_0-C_4$  alkyl- $OC(O)NR^{13}R^{14}$ ,  $-C_0-C_4$  alkyl- $OC(O)OR^{15}$ ,  $-C_0-C_4$  alkyl- $NR^{13}C(O)OR^{15}$ ,  $-C_0-C_4$  alkyl- $NR^{13}C(O)NR^{13}R^{14}$ , and  $-C_0-C_4$  alkyl- $NR^{13}COR^{15}$ , where said  $C_1-C_6$  alkyl is optionally unsubstituted or substituted by one or more halo substituents,

p is 0-4;

n is 3;

m is 0 or 1;

q is 0 or 1;

t is 0;

each  $R^1$  and  $R^2$  are independently selected from H, fluoro,  $C_1-C_6$  alkyl,  $-C_0-C_4$  alkyl- $OR^{12}$ ,  $-C_0-C_4$  alkyl- $SR^{12}$ ,  $-C_1-C_4$  alkyl-Het,  $-C_1-C_4$  alkyl-Ar and  $-C_1-C_4$  alkyl- $C_3-C_7$  cycloalkyl, where any of said  $C_1-C_6$  alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each  $R^3$  is the same or different and is independently selected from halo, cyano,  $C_1-C_6$  alkyl,  $-C_0-C_4$  alkyl- $NR^{13}R^{14}$ ,  $-C_0-C_4$  alkyl- $OR^{12}$ ,  $-C_0-C_4$  alkyl- $SO_2NR^{13}R^{14}$ , and  $-C_0-C_4$  alkyl- $CO_2H$ , wherein said  $C_1-C_6$  alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each  $R^4$  and  $R^5$  is independently selected from H, fluoro and  $C_1-C_6$  alkyl;

$R^6$  and  $R^7$  are each independently selected from H, fluoro and  $C_1-C_6$  alkyl;

$R^8$  and  $R^9$  are each independently selected from H, fluoro and  $C_1$ - $C_6$  alkyl;

$R^{10}$  and  $R^{11}$  are each independently selected from H,  $C_1$ - $C_{10}$  alkyl,  $C_3$ - $C_8$  alkenyl,  $C_3$ - $C_8$  alkynyl,  $-C_0$ - $C_6$  alkyl-Ar,  $-C_0$ - $C_6$  alkyl-Het,  $-C_0$ - $C_6$  alkyl- $C_3$ - $C_7$  cycloalkyl,  $-C_0$ - $C_6$  alkyl-O-Ar,  $-C_0$ - $C_6$  alkyl-O-Het,  $-C_0$ - $C_6$  alkyl-O- $C_3$ - $C_7$  cycloalkyl,  $-C_0$ - $C_6$  alkyl-S(O)<sub>x</sub>- $C_0$ - $C_6$  alkyl,  $-C_0$ - $C_6$  alkyl-S(O)<sub>x</sub>-Ar,  $-C_0$ - $C_6$  alkyl-S(O)<sub>x</sub>-Het,  $-C_0$ - $C_6$  alkyl-S(O)<sub>x</sub>- $C_3$ - $C_7$  cycloalkyl,  $-C_0$ - $C_6$  alkyl-NH-Ar,  $-C_0$ - $C_6$  alkyl-NH-Het,  $-C_0$ - $C_6$  alkyl-NH- $C_3$ - $C_7$  cycloalkyl,  $-C_0$ - $C_6$  alkyl-N( $C_1$ - $C_4$  alkyl)-Ar,  $-C_0$ - $C_6$  alkyl-N( $C_1$ - $C_4$  alkyl)-Het,  $-C_0$ - $C_6$  alkyl-N( $C_1$ - $C_4$  alkyl)- $C_3$ - $C_7$  cycloalkyl,  $-C_0$ - $C_6$  alkyl-Ar,  $-C_0$ - $C_6$  alkyl-Het and  $-C_0$ - $C_6$  alkyl- $C_3$ - $C_7$  cycloalkyl, where x is 0, 1 or 2, or  $R^{11}$  and  $R^{12}$ , together with the nitrogen to which they are attached, form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S, wherein said  $C_1$ - $C_{10}$  alkyl,  $C_3$ - $C_{10}$  alkenyl,  $C_3$ - $C_{10}$  alkynyl are optionally substituted by one or more of the substituents independently selected from the group halo, -OH, -SH, -NH<sub>2</sub>, -NH(unsubstituted  $C_1$ - $C_4$  alkyl), -N(unsubstituted  $C_1$ - $C_4$  alkyl)(unsubstituted  $C_1$ - $C_4$  alkyl), unsubstituted -OC<sub>1</sub>- $C_4$  alkyl, -CO<sub>2</sub>H, -CO<sub>2</sub>(unsubstituted  $C_1$ - $C_4$  alkyl), -CONH<sub>2</sub>, -CONH(unsubstituted  $C_1$ - $C_4$  alkyl), -CON(unsubstituted  $C_1$ - $C_4$  alkyl)(unsubstituted  $C_1$ - $C_4$  alkyl), -SO<sub>3</sub>H, -SO<sub>2</sub>NH<sub>2</sub>, -SO<sub>2</sub>NH(unsubstituted  $C_1$ - $C_4$  alkyl) and -SO<sub>2</sub>N(unsubstituted  $C_1$ - $C_4$  alkyl)(unsubstituted  $C_1$ - $C_4$  alkyl);

$R^{12}$  is selected from H,  $C_1$ - $C_6$  alkyl,  $-C_0$ - $C_4$  alkyl-Ar,  $-C_0$ - $C_4$  alkyl-Het and  $-C_0$ - $C_4$  alkyl- $C_3$ - $C_7$  cycloalkyl;

each  $R^{13}$  and  $R^{14}$  are each independently selected from H,  $C_1$ - $C_6$  alkyl,  $-C_0$ - $C_4$  alkyl-Ar,  $-C_0$ - $C_4$  alkyl-Het and  $-C_0$ - $C_4$  alkyl- $C_3$ - $C_7$  cycloalkyl, or  $R^{13}$  and  $R^{14}$  together with the nitrogen to which they are attached form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S; and

$R^{15}$  is selected from  $C_1$ - $C_6$  alkyl,  $-C_0$ - $C_4$  alkyl-Ar,  $-C_0$ - $C_4$  alkyl-Het and  $-C_0$ - $C_4$  alkyl- $C_3$ - $C_7$  cycloalkyl;

provided that  $R^{10}$  and  $R^{11}$  are not both H when Z is CH or N, Y is  $-\underline{O}-[[-\Theta(CR^4R^5)]]$ , n is 3, m is 1 and each  $R^4$ ,  $R^5$ ,  $R^6$ ,  $R^7$  are H,  $W^3$  is H, p is 0 or p is 1 or 2 and  $R^1$  and  $R^2$  are each H, k is 0 or k is 1 and  $R^3$  is halo or  $C_1$ - $C_4$  alkoxy, q is 0 or q is 1 or 2 and  $R^8$  and  $R^9$  are each H, Q is unsubstituted phenyl or Het, or phenyl substituted by one or more substituents selected from halo, -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -CF<sub>3</sub>, -OC<sub>1</sub>- $C_4$  alkyl, -OCH<sub>2</sub>CH<sub>2</sub>OH, -OCF<sub>3</sub>, -OCF<sub>2</sub>H, -SCH<sub>3</sub>, -SCF<sub>3</sub>, -SO<sub>2</sub>CH<sub>3</sub>, -CO<sub>2</sub>H, -CO<sub>2</sub>CH<sub>3</sub>, -OH, -OCH<sub>2</sub>CO<sub>2</sub>H, -CH<sub>2</sub>CONH<sub>2</sub>, -NO<sub>2</sub>, -CN, -N(CH<sub>3</sub>)<sub>2</sub>, and -NHC(O)CH<sub>3</sub>, or Het substituted by one or more substituents selected from:

-C<sub>1</sub>-C<sub>3</sub> alkyl, -OC<sub>1</sub>-C<sub>4</sub> alkyl, -CH<sub>2</sub>OH, -CO<sub>2</sub>H, -CO<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CO<sub>2</sub>-*tert*-C<sub>4</sub>H<sub>9</sub> alkyl, -CO<sub>2</sub>CH<sub>2</sub>-phenyl, -CONH<sub>2</sub>, -C(O)phenyl, -C(O)CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>-phenyl, and oxo, t is 0, and W<sup>1</sup> and W<sup>2</sup> are each independently selected from unsubstituted cyclohexyl and unsubstituted phenyl;

or a pharmaceutically acceptable salt or solvate thereof.